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RESEARCH, DEVELOPMENT AND MARKETING AGREEMENT

Research, Development and Marketing Agreement, dated as of between LEUKOSITE, INC., a Delaware corporation ("LeukoSite"), located at 800 Huntington Avenue, Boston, Massachusetts 02115, and WARNER-LAMBERT COMPANY, a Delaware corporation ("Warner"), located at 201 Tabor Road, Morris Plains, New Jersey 07950.

WITNESSETH:

WHEREAS, LeukoSite and Warner each has certain expertise in the discovery and development of compounds that inhibit the action of MCP-1 (the "Field"); and

WHEREAS, Warner and LeukoSite each wishes to enter into a collaborative effort to share such expertise, to develop new expertise in the Field, to research together potential applications thereof and, if successful, to market certain of such applications (the "Collaboration");

NOW, THEREFORE, in consideration of the foregoing premises and the mutual promises, covenants and conditions contained herein, LeukoSite and Warner agree as follows:

ARTICLE A

DEFINITIONS

The following capitalized terms shall have the following meanings for purposes of this Agreement:

"Affiliate" shall mean any corporation, association or other entity which directly or indirectly controls, is controlled by or is under common control with the party in question.



12.17 In the event that there is a conflict between the text of this Agreement and Exhibit 1, the text of this Agreement shall control.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be to be executed by their duly authorized officers as of the date first above written.

12.17 In the event that there is a conflict between the text of this Agreement and Exhibit 1, the text of this Agreement shall control.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their duly authorized officers as of the date first above written.

LEUKOSITE, INC.	WARNER-LAMBERT COMPANY
By:	By: 4 10 0 0 0 1
Name:	Name: L.J.R. de Vink
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EXHIBIT I

LeukoSite, Inc.: Parke-Davis Collaborative Research and Discovery Program

Overview of collaborative research plan for the discovery of an MCP-1 antagonist or an MCP-1 triggered signal transduction inhibitor.

Overall Objective

The overall objective of the collaborative research and discovery program is to identify a small-molecule, synthetic antagonist that inhibits the action of MCP-1.

The basis of this program will be the screening of chemical libraries using in vitro receptor-ligand binding assays and MCP-1 triggered, cell-based signal transduction assays. From this effort it is expected that structures (preleads) will be identified and that from these structures, chemical analogs will be synthesized and undergo evaluation in in vitro and in vivo assays as part of a structure-activity relationship program. Compound(s) with optimized pharmacological parameters and pharmaceutical properties [as defined by the Research and Management Committees] will be recommended as candidates for preclinical development (ie, lead compounds). If a compound is selected for development, LeukoSite and Parke Davis may jointly develop and commercialize the drug (as per the terms defined in the Research, Development and Licensing Agreement). In addition, LeukoSite and Parke-Davis will exchange all reagents and information necessary for both companies to carry out the research plan and understand the details of activities conducted at the other company relating to the MCP-1 inhibitor program.

The Process

The MCP-1 Antagonist Discovery Program will proceed in two stages:

Stage 1

During this stage 1° and 2° assays will be developed and validated and compound libraries screened. In addition, proof of concept studies will be performed in a number of experimental animal studies with a variety of tools, including blocking mAbs. At the conclusion of Stage 1:

• The program will move on to Stage 2 if pre-lead structures have been identified (as defined by the Research Committee) and animal models using mAbs and other *in vivo* studies continue to support the hypothesis that blockade of MCP-1 function would have significant anti-inflammatory and autoimmune activity.

If no pre-lead compounds are identified, then the MCP-1 Program would be terminated (as per the Agreement).

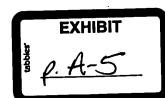
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- If there continued to be interest in additional chemokine receptors, than an alternate target could be selected (as per the agreement). Activities similar to those in Stage 1 would then take place.
- If Parke-Davis decided to curtail their interest in chemokines and chemokine receptors then the collaboration would be terminated.

Stage 2

During this stage, medicinal chemistry would be undertaken around pre-lead compound structures. Structure activity relationships would be defined and selected compounds would undergo *in vivo* pharmacologic evaluation. Compound(s) meeting a predefined set of pharmacological potency/selectivity and pharmaceutical proprietary criteria would be selected for recommendation to the Management Committee as lead compound(s) for development (as per the Agreement).

The following is a more detailed summary of the activities and milestones contained in Stage 1 of the proposed joint MCP-1 antagonist program.



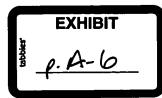
Outline of LeukoSite/Parke-Davis Collaborative Program for the Discovery of Lead Compounds as Antagonists of MCP-1

I. Plan for Year 1

<u>Aim</u>

- Develop MCP-1 screening assays for ligand binding and signal transduction.
- Screen libraries of chemical compounds.
- Identify active compounds.
- Initiate medicinal chemistry SAR.
- Provide proof of principle in at least one animal model.

Actions	Responsibility
 Provide MCP-1 for assays and structural studies 	Joint
• Express MCP-1 receptors A,B	LeukoSite
 Develop stably expressing cell lines 	LeukoSite
 Develop blocking antibody to MCP-1 	Joint
Develop blocking antibodies to receptor	LeukoSite
 Develop various chemotaxis assays 	LeukoSite
 Structure function studies Chemokine Receptor 	Joint LeukoSite
Develop ligand binding assay	LeukoSite
Develop scintillation proximity assay	Parke-Davis
Develop signal transduction assay	LeukoSite
• Screening	Joint
Initiate active compound optimization	Joint
Demonstrate proof of principle	Joint



II. Rationale and Brief Description of Year 1 Research and Discovery Activities

• Chemokine

MCP-1 is currently being purchased with a bulk discount from Peprotech. LeukoSite also has the full length cDNA and is working out optimum conditions for bacterial expression. Depending on the outcome LeukoSite may have to consider non-bacterial expression systems. Availability of mg quantities of chemokine is important for other projects and to provide sufficient material for solution NMR and crystal structure studies LeukoSite is proposing as a joint effort with Parke-Davis. In addition MCP-1 is needed for routine chemotaxis work. NEN now sells ¹²⁵I-MCP-1, which may fill short term needs in ligand binding. Parke-Davis will assume responsibility for production of mg quantities of MCP-1 for joint efforts.

• Receptors

The MCP-1A and MCP-1B receptors are now available. They are critical for many aspects of this program. One of LeukoSite's earliest efforts will be to validate these receptors in in a variety of assays in different host contexts as in fact high affinity MCP-1 receptors. To date all published information bears solely on the induction of a Ca⁺² flux in frog oocytes. LeukoSite has prepared full length constructs with flag DYKDDDK and without the flag sequence (DYKDDDK) at the amino terminus. In addition, LeukoSite will transfect with constructs containing a leader (CD5) peptide sequence, an approach that has given good results in Eugene Butcher's lab. Validation of these receptors in LeukoSite's own hands will be accomplished by demonstrating in ligand binding studies that MCP-1 binds with high affinity (low nanomolar) and specificity as evidenced in competition binding assays.

Develop stably expressing cell lines

Several host cell types are being used for making stable MCP-1R constructs, including L1, 2 cells, L cells and CHO cells. These must meet the several needs discussed below such as for ligand binding and signal transduction assays as well as for structure function studies in Dictyostelium and the generation of monoclonal antibodies.

Produce blocking antibodies to MCP-1

LeukoSite has some monoclonals that are being evaluated for blockade and will be doing additional fusions to develop these antibodies. They will serve various needs including (possibly) proof of principle studies, ELISA development, immunohistology and various research needs. In addition LeukoSite and Parke-Davis will collaborate to prepare blocking polyclonal antibodies to human and rat MCP-1 for proof of principle studies in primates and rats.

Produce blocking antibodies to MCP-1R

These antibodies will be especially important for proof of principle studies, provided we obtain appropriate species cross-reactivity. These antibodies will help with research objectives concerning the distribution and expression of the receptor on different cell lineages. Such distribution studies may provide important clues to potentially adverse reactions of antagonists as well as other potential therapeutic opportunities. Initially these will be raised against N terminal peptide fragments, and subsequently against murine cells expressing high levels of receptors.

• Bring on-line chemotaxis assays

These are essential to the core research program and for secondary screening efforts on leads that come out of our primary screens. Chemotaxis assays for research-scale efforts are operating for mononuclear cells and neutrophils. Additional efforts are underway to optimize the use of endothelial cell lines to replace umbilical vein endothelial cells and to provide receptor transfectants that will migrate in standard chemotaxis assays. Longer-term studies may lead to development of high throughput chemotaxis assays in 96 well formats.

Ligand binding assay

This assay will use radiolabeled MCP-1 for binding to cell membranes. This will be one of two primary high throughput screens. Receptor will be derived from stable A or B transfectants which express high levels at the cell surface. Joint efforts with Parke-Davis will be directed to development of a scintillation proximity assay.

Develop signal transduction assay

This will be the second primary screen. LeukoSite proposes to couple ligand binding to receptor with the regulation of integrin affinity and, thereby, adhesion to an appropriate ligand such as VCAM or fibronectin. Efforts will be directed to use of appropriate human cell lines. Additional experiments are in the planning/feasibility stage to assess the development of an appropriate reporter gene construct in Dictyostelium. Such an assay would have to use Dictyostelium pathways with human receptors and G proteins.

Structure/function studies

Research efforts will begin to identify critical regions of ligand-receptor interaction. Much of the receptor mutagenesis studies will be carried out in Dictyostelium because the manipulability of these cells. Validation of results from Dictyostelium will be done in mammalian lines. Structural studies of MCP-1 itself may provide antagonist peptide leads. Several approaches in addition to NMR/crystal studies will be taken, including mutagenesis, domain "swapping" and phage displays of chemokine. In addition LeukoSite's panel of antibodies may give clues to functional domains.

Screening

The primary ligand binding and signal transduction assays will be used to screen compounds. The primary assays will be transferred to Parke-Davis for the screening of the Parke-Davis compound collection. LeukoSite has begun to acquire a compound collection in which it aims to have ~ 20,000 chemicals within the next 12 months.

In keeping with the objective of discovering an anti-MCP-1 receptor antagonist or MCP-1-triggered signal transduction inhibitor with appropriate specificity and without undue broad inhibitory activities, certain secondary screening assays will be performed in Phase I. The primary aim of Stage I secondary assays will be to demonstrate specificity for cells expressing the MCP-1 receptor and absence of activity for cells lacking the receptor. Due to concerns about unduly compromising host bactericidal activity, compounds identified in either primary screen will be evaluated for activity on the IL-8 and C5a mediated chemotactic responses of neutrophils. In addition, LeukoSite will evaluate compounds for inhibitory activity in chemotaxis assays of T cells and monocytes with other CC chemokines as they become available. Screens will be constructed so as to allow evaluation of distinct effects on cell migration and viability. It is anticipated that a more thorough analysis of compound effects will take place in Stage II. Lastly, compounds of several distinct molecular classes, if available, will be screened. This will give us structural criteria which in addition to specificity and toxicity criteria will serve as a basis for designation of a Stage I lead compound.

Pharmacologic Characterization of Compounds Identified in Primary Screens and Further Evaluated in Secondary Screens During Stage I

1° Assays	Property
MCP-1 ligand binding	Receptor antagonist
MCP-1 cell-based assay	MCP-1 triggered signal transduction inhibitor
2° Assays	
• T cell/monocyte chemotaxis to MCP-1	Chemotaxis antagonist in physiological setting in vitro
T cell/monocyte chemotaxis to other CC chemokines	Fine specificity of antagonist activity
Neutrophil chemotaxis to IL8	Effect of antagonist on CXC receptors IL8A and IL8B
Neutrophil chemotaxis to C5a	Effect on non-chemokine G protein coupled receptor

EXHIBIT

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 Viability of dividing and/or chemotaxing MCP-1R bearing cells Cellular "therapeutic" index

The selection criteria for potency and degrees of specificity will evolve as the screening process begins. The Research Committee will define the desired profile for recommending candidates to the Management Committee for approval as Stage II lead compounds.

• Initiate SAR studies

A goal of this project will be to identify an active structure with potency in the high nanomolar to low micromolar range which can undergo SAR efforts. It is likely that a preliminary SAR may evolve following evaluation of compound structures from the primary screens. Limited synthetic chemistry may be performed on selected compounds in Stage I to facilitate selection of Stage II lead compounds.

Demonstrate proof of principle

A key objective in the first year will be to target the chemokine with neutralizing antibodies in at least one inflammation model. First attempts will be with rabbit anti-rat MCP-1 in arthritis (Parke-Davis) and delayed-type hypersensitivity (LeukoSite).

III. Forecast of LeukoSite scientific staff to be allocated to various activities within the first year of the collaborative program.

Activity	Person years
Establish ligand binding assay Establish signal transduction assay Monoclonal antibody efforts Proof of principle (at LeukoSite) Structure function studies Chemokine and receptor expression Chemotaxis efforts	0.5 2 2 1 1 1 1.5
Total	9

IV. Time lines for Activities

Figures 2 and 3 show the various activities to be undertaken in year one of the collaboration and the projected start/finish date for each. These timings are best approximations based on current assumptions of A) an start date for the collaborative agreement, B) the level of resources and support to be given to the program and C) best case scenarios with respect to the outcome of the experimental plan.

EXHIBIT

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Greg LaRosa Senior Scientist, Immunology Goals & Objectives

١.	MCP-1 Receptor Program	WT	Target for completion
1.	Coordinate activities of LeukoSite staff on MCP-1 program work, including: Lijun, receptor expression in Dictyostilium; Heidi, chemotaxis assays; Nasim, antibody generation; Ling and myself, ligand binding, and cell line and assay development; ET group, in vivo model and antibody assays.	5%	ongoing
2.	Maintain contact with Parke-Davis group via Steven Hunt to foster open communication and to develop collaboration.	5%	ongoing
3.	Investigate the expression of various_MCP-1R constructs, including the native receptors, N-terminal signal peptide, chimeras with other chemokine receptors, and other alterations, as well as other vector/promoters.	25%	Q1, -
4.	Establish system for the expression of the cloned MCP-1 receptors in stable transfected cell lines: 1. CHODG44 or HEK293 for source of membranes with high density of receptor 2. L1-2 and/or 300.19 for immunogen to generate monoclonals to native receptor 3. HUT78, U937, THP-1, and/or Jurkat for establishment of MCP-1 responsive signal transduction assay	25%	Q1,
5.	Characterize the expression in the above cell lines using: 1. Ligand binding 2. Immunochemistry	25%	Q2, .

3. Chemotaxis4. Ca²⁺-flux

		<u>w 1</u>	completio
6.	Develop signal transduction assay for MCP-1 receptor activity that can be formatted for 96-well plate, high-throughput screen. Test feasibility of the following: 1. Adhesion 2. Chemotaxis 3. Ca ²⁺ -flux (?)	25%	Q2,
7.	Establish methods for MCP-1 receptor membrane ligand binding assay amenable to high-throughput screen.	15%	Q4
8.	Assess the activity of currently available MCP-1 and MCP-1 receptor-directed antibodies: 1. Cell surface staining 2. Western blot 3. Affect on binding, chemotaxis, ect.	15%	Q4
9.	Produce additional receptor MCP-1 receptor- directed antibodies using murine cell line MCP-1 receptor stable transfectants.	15%	Q2,
10.	Establish and moniter collaborations with Wayne	5%	ongoing

GreyLaRosa

PERFORMANCE PLANNING

I. Statement of Objectives

A specific statement of each of the major objectives the employee is expected to achieve.

Objective 1. Begin to coordinate out inties 1. of bruko Site stuly on map 1 progres + maintain contact with S. Hunt at Parke-Davis to develop collaboration	<u>WT(%)</u>	Target Date	Status have established frequent contact with S. Hunt + J. junction of parkerhais
2. Threstipate expussion of kining mel-IR constructs to destermin best form to go into stable transfectant,	2 25	Q.I	have getten good expression of several constructs have made notice receptor
3. Establish nethods for membran ligand binding assay with mep-1 + THP cell hembrane;	A3		have been successful in peting hembrene binding weating on optimiting thating is more regularible of
4. Establish signal transduction assay for MCP-1 activity. Test various call lines for enlagances MCP-1 responses	25	end Q1	Screenin HUTTS xist calls for receptor expression
schesion. My require the generation of skills transfected cell likes 5. Assess activity of currently available map 1 + mapin mahs	'a 15	QZ	Total SAIL SEN by binding to francist franklycuts a hove seen binding. Rinkel 5411 Ist

Footnotes:

Specific comments on objective:

1.

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3.

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Employee Signature

Date

Supervisor's Signature

Date

Title Lenior Scientist

Title Chall Manday

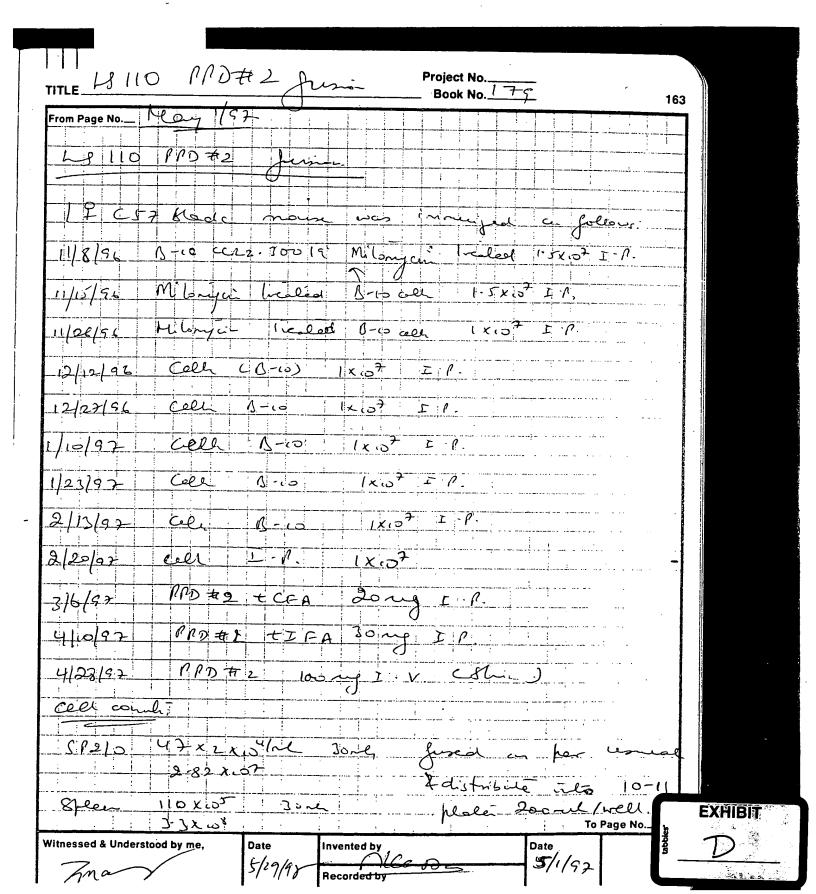
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I certify that this report has been discussed with me. I understand that my signature does not necessarily

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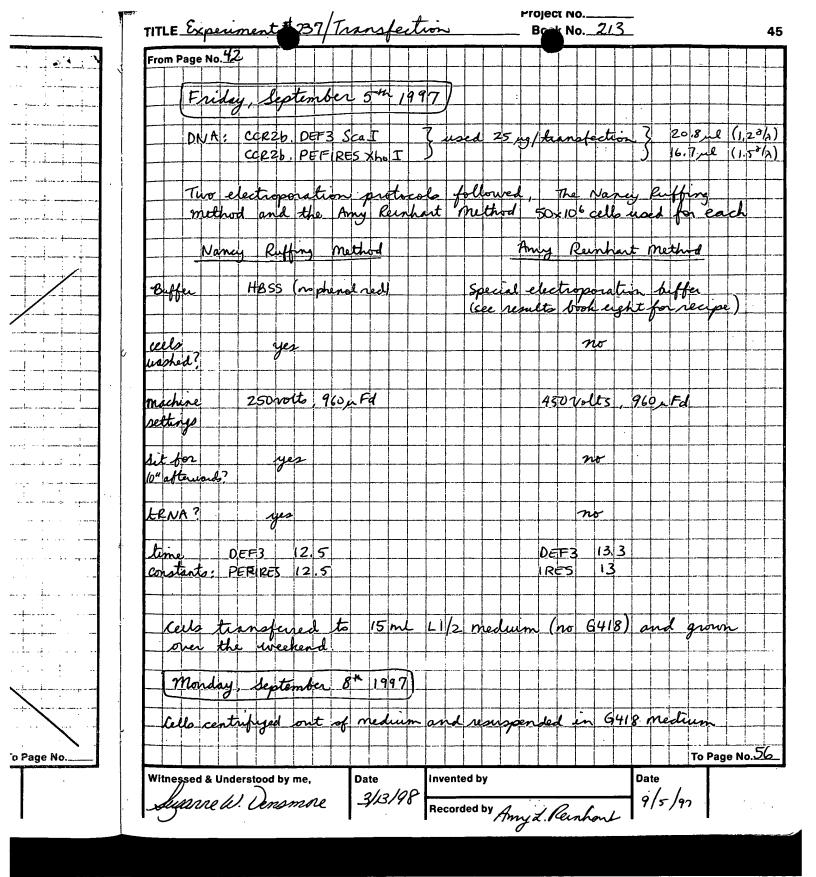
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10x [1.2M L-Glutamic Acid] G-1149

MW= 185.2

185.29 + 1,2 Mole + .05L = [11.11g]

2x [IOMM ATP

551.1 9 + 0.01 mole + 0.05 L = 0.2755g

10x [70 mm mg Aretate]

MW= 214.46

 $214.469 \times .07 \stackrel{\text{mole}}{L} \times 0.05L = \left[0.75069\right]$

lox 43 m M Ghosse

MW = 180.2

 $180.29 + .043 \xrightarrow{\text{mole}} + 0.05L = 0.387439$

170mm K Pipes, pH 6,9

MW= 378.5

378. 5 5 + 0.170 moles + 0.05L = 3.22g

10x [10mm EGTA] mw= 380.4

 $380.4 \frac{g}{md0} * 0.01 \frac{mde}{L} * 0.05L = 0.1902g$

Date: 09/05/97 Time: 02:20

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Method

SaveClear

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Results file: A:\WORK_RES

Method name: A:\DEFAULT

Assay type: General Ratio and Concentration

Formula setup: VIEW

Sampling device: None

Read average time: 0.50 sec

Units: ug/ml

Background Correction: [No]

Concentration: [No]

Peak Pick: [No]

260.0 nm 280.0 nm

Sample abs abs

ID 260.0 nm 280.0 nm

280.0 nm 260.0 nm

2IRESXHO 0.3013 0.1779 2DEF3SCA 0.2387 0.1583 1.6937 1.5076 0.5904 1,5 8/2 0.6633 1.2 8/2

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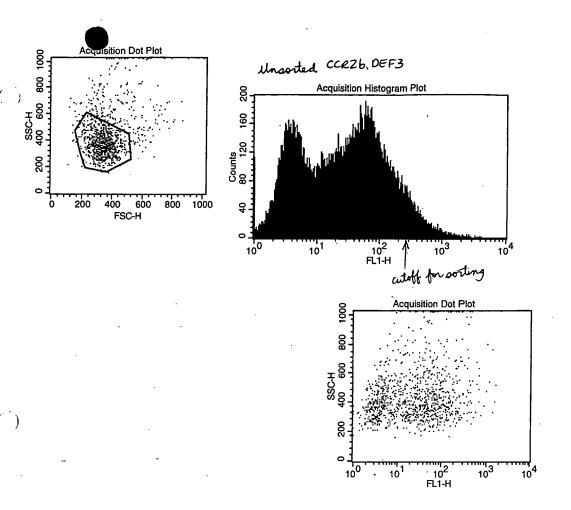
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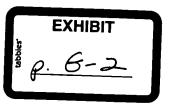
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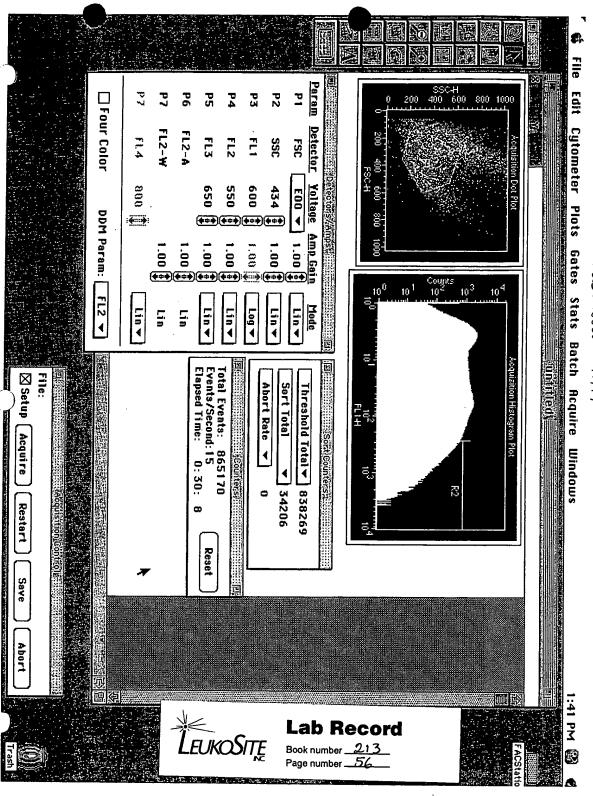




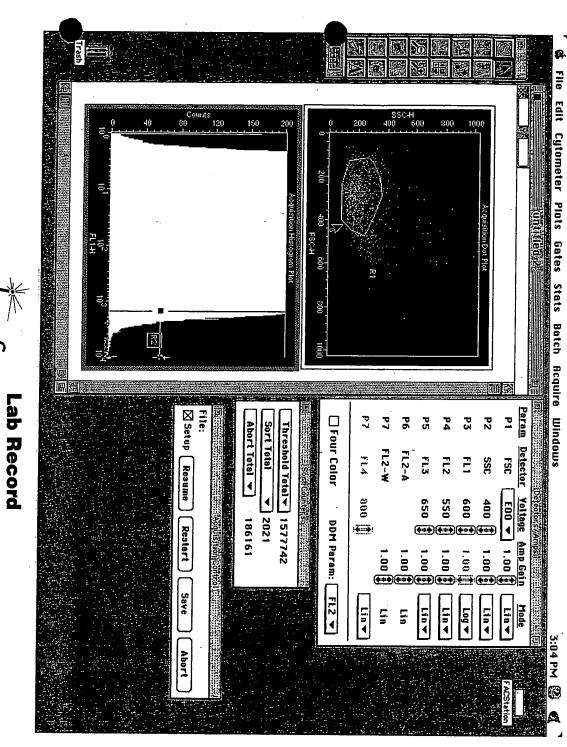
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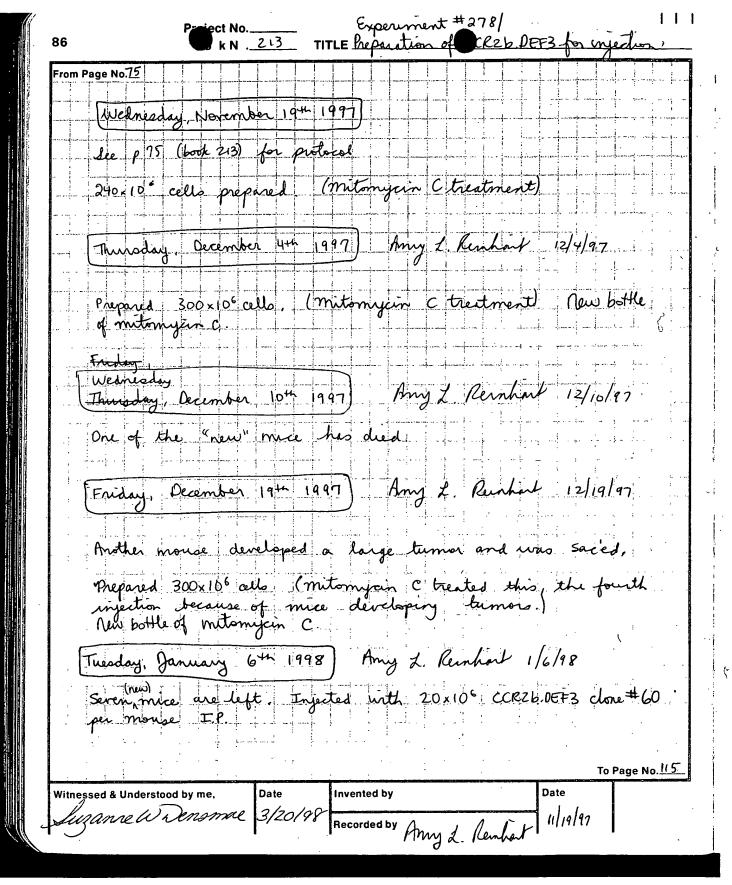


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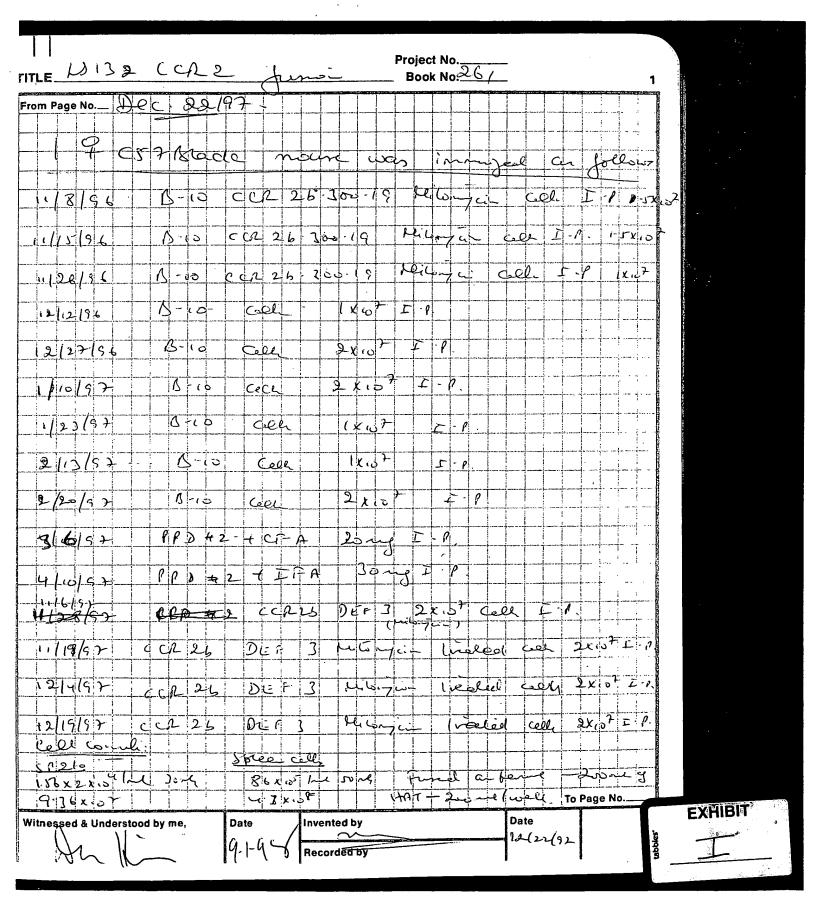
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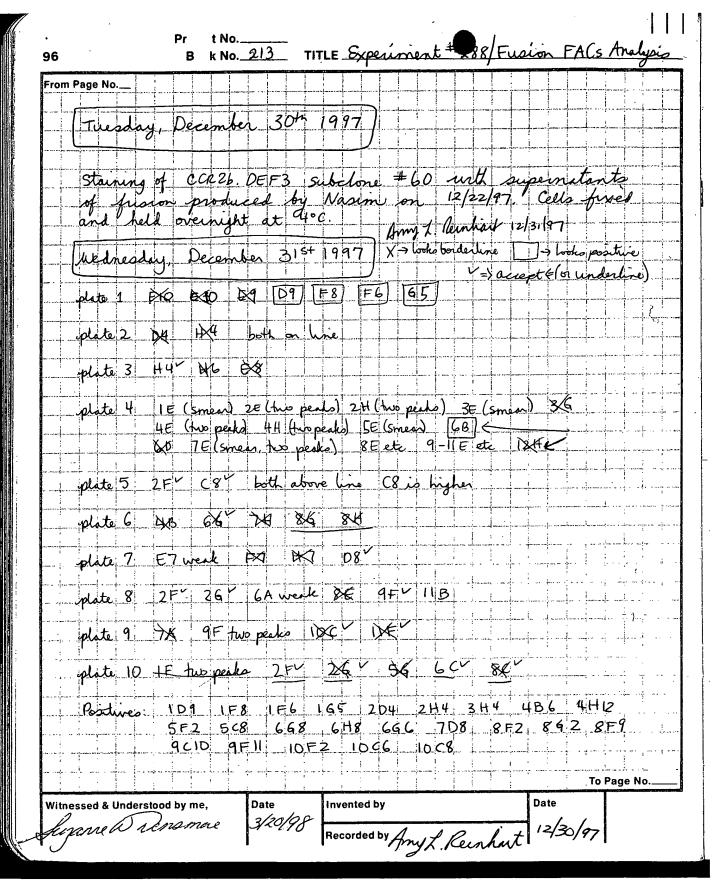
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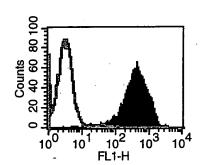


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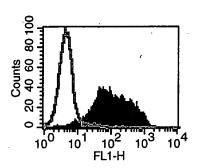
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Fusion LS132 1/2/98 CCR2b

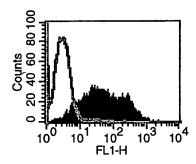
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Staining of 8G2 on L1/2 vs CCR2b.DEF3/60



Positive Control: 5All



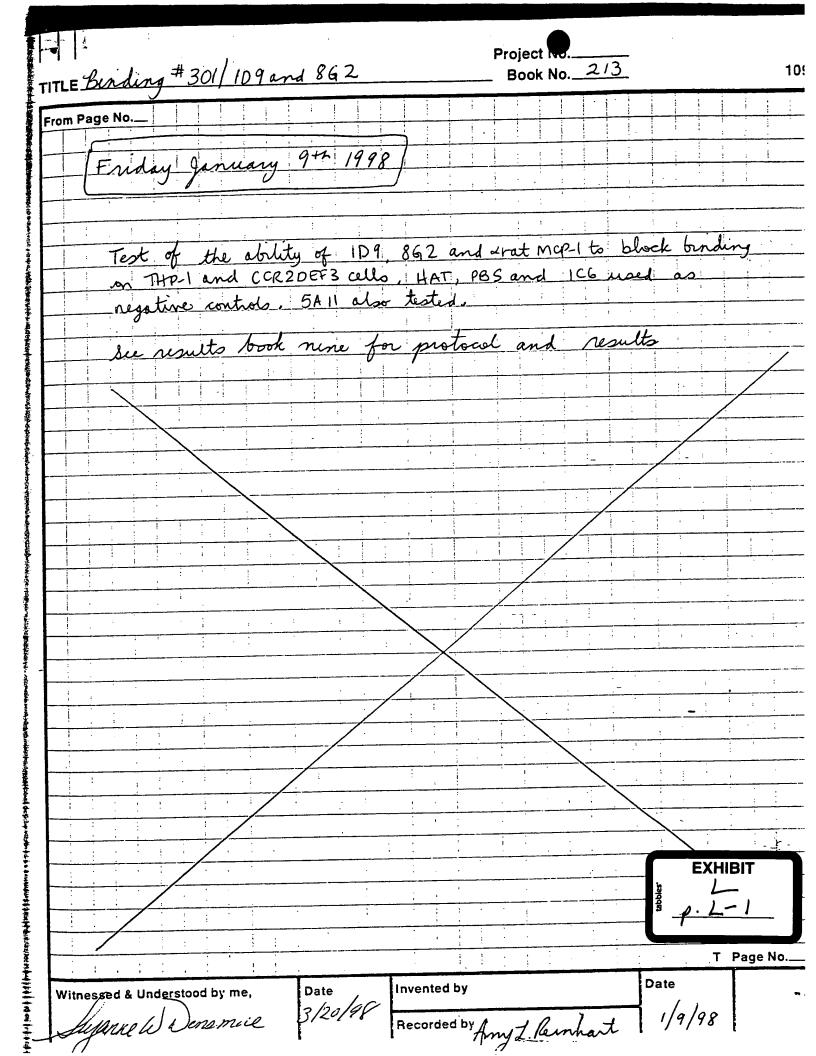


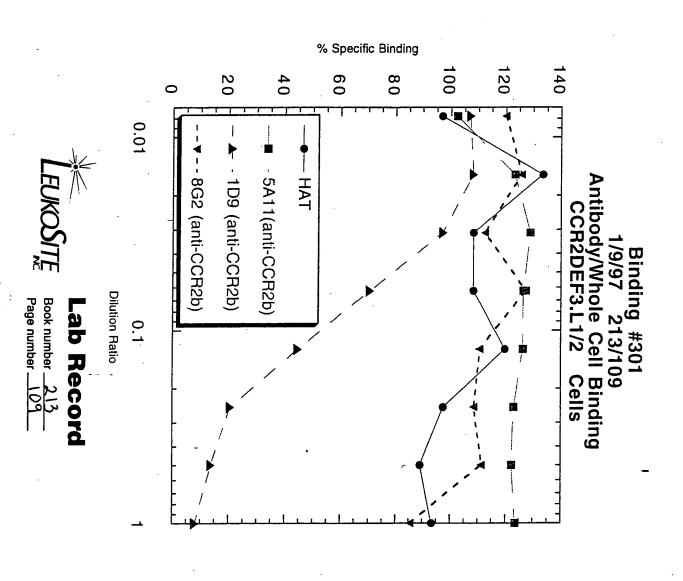
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